

9-1-2010

WESTCHASE SUPER NEIGHBORHOOD COUNCIL BYLAWS

Article I. - Name

The name of the Council shall be the Westchase Super Neighborhood Council (the "Council").

Article II. - Boundaries

The Westchase Super Neighborhood is bounded on the north by Westheimer Road, on the east by Gessner Drive, on the south by the Westpark Tollway, and on the west by West Houston Center Boulevard. The Westchase Super Neighborhood is located entirely within the City of Houston and its boundaries were determined by the City of Houston.

Article III. - Purposes

Section 3.1 - The Westchase Super Neighborhood Council is organized to promote the civic betterment, social welfare and well-being of the residents, business and property owners, and other stakeholder groups within the boundaries of the Westchase Super Neighborhood, and to promote and engage in activities for their use and benefit, including but not limited to, (i) seeking a consensus, and providing citizens with opportunities to advise the Houston City Council, Mayor's Office and other entities, on issues important to the Westchase Super Neighborhood, (ii) undertaking a wide range of neighborhood improvement projects as determined by the Council, and (iii) with cooperation from the City of Houston, identifying and developing solutions to mutual problems, and developing Super Neighborhood Action Plans (SNAP) to address them.

Section 3.2 - In general, the Westchase Super Neighborhood Council is organized for general community improvement purposes, including but not limited to charitable, civic, educational and cultural purposes and one or more of the purposes specified in Section 501(c)(4) of the Internal Revenue Code, or corresponding sections of any future federal tax code. If and when the Council determines, an application may be filed with the Internal Revenue Service for 501(c)(3) or 501(c)(4) non-profit status. If and when the Council becomes a non-profit corporation, the general purpose and power of the Council shall be to have and exercise all rights and powers conferred on non-profit corporations under the Texas Non-Profit Corporation Act and other laws of Texas, and those powers which may hereinafter be conferred.

Article IV. - Membership

Section 4.1 - The Westchase Super Neighborhood shall be represented by the Council, which shall be composed of the duly designated delegates (the "Members") of eligible organizations. Eligible organizations shall include any civic, non-profit, business, school or other organizations or institutions situated and conducting business within the Westchase Super Neighborhood ("Stakeholders").

Section 4.2 - Participation in the Council shall not be limited by the imposition of membership requirements, fees or, except as provided by these bylaws, any other requirements.

Section 4.3 - No individual or organization shall be excluded based on age, race, creed, color, religion, gender, sexual orientation or national origin from participating in Council activities or serving as a member of the Council.

Section 4.4 - It shall be the right of any Stakeholder within the Westchase Super Neighborhood to be represented, either through new or existing organizations.

Article V. - Council Seats

Section 5.1 - The Council shall consist of one Member designated by each of the Stakeholders specifically identified by name in Part I of Exhibit A attached hereto (Exhibit A being hereby made a part hereof), and one Member selected from each of the categories listed in Part II of Exhibit A. Those Stakeholders listed on Exhibit A are for the purpose of initiating the Council and shall not be construed as limiting the number of Stakeholders eligible to designate a Member. Changes to the list of Stakeholders eligible to designate a Member, including adding names to, and/or removing names from, the list of Stakeholders eligible to designate a Member, may be made through an amendment of these bylaws.

Section 5.2 - Each Stakeholder represented by a Member on the Council shall be allowed one vote, which shall be cast by its designated Member or, in the absence of the Member, its designated alternate.

Section 5.3 - At the first meeting of the Council, and thereafter at each Annual Meeting of the Council, each Stakeholder listed in Part I of Exhibit A shall furnish to the Council an authorization letter identifying its designated Member and an alternate Member. Upon request from the Council for documentation that a Member or alternate identified in any authorization letter meets the qualifications set forth in these Bylaws, the Stakeholder shall furnish such documentation satisfactory to the Council within 30 days, or such Member or alternate shall not be allowed to represent that Stakeholder on the Council. Each Stakeholder listed in Part I of Exhibit A may remove its duly authorized Member or alternate and designate a new Member or alternate by furnishing to the Council a letter informing the Council of such changes.

Section 5.4 - At the first meeting of the Council, and thereafter at each Annual Meeting of the Council, nominations of qualified persons to represent any of the categories of Stakeholders listed in Part II of Exhibit A may be presented in writing to the Council. If only one person is so nominated for any category, that person shall be selected by the Council as the Member to represent that category. If more than one person is so nominated for any category, the Council shall select the Member and alternate to represent that category from such group of nominees. Upon request from the Council for documentation that a Member or alternate so selected meets the qualifications set forth in these bylaws, such Member or alternate shall furnish such documentation satisfactory to the Council within 30 days, or such Member or alternate shall not be allowed to represent that category on the Council. If any Member or alternate selected under the provisions of this Section 5.4 resigns, dies or otherwise becomes unable to represent a category, the Council shall, as soon as possible, select a replacement Member to represent that

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category, in the same manner in which that Member or alternate was selected.

Section 5.5 - Each Member and alternate must be at least 18 years of age. Each Member and alternate holding a Resident-at-Large seat on the Council, and each Member and alternate representing residential Stakeholder organizations, shall live within and own residential property within the boundaries of the Westchase Super Neighborhood. An alternate shall have the same rights as the Member in the absence of the Member.

Section 5.6 - If neither a Member nor that Member's alternate attends more than one of four successive Council meetings, then that Member and that Member's alternate shall automatically be removed from the Council and may not be replaced by the Stakeholder designating that Member and alternate until the next Annual Meeting of the Council. After such removal, the number of authorized Members shall be automatically reduced by one.

Article VI. - Officers

Section 6.1 - The officers of the Council shall be elected by the Council and shall consist of a president, vice president, secretary, treasurer and parliamentarian. Each officer must be a member of the Council, and no member of the Council may hold more than one office at the same time.

Section 6.2 - The president shall be the principal executive officer of the Council and shall be the official spokesperson for the Council, unless the Council designates another person as its official spokesperson. The president shall preside and maintain order at all meetings of the Council. The president may sign, with the Secretary or any other proper officer authorized by the Council, any deeds, contracts or other instruments that the Council has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Council, by these bylaws, or by statute to some other officer or agent of the Council; and in general the president shall perform all duties incident to the office of president and such other duties as may be assigned by the Council from time to time.

Section 6.3 - In the absence of the president or in the event of the president's inability or refusal to act as instructed by resolution duly adopted by the Council, the vice president shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as may be assigned by the president or by the Council from time to time.

Section 6.4 - The secretary shall keep an accurate written record (minutes) of all meetings of the Council; act as custodian of Council records; give notices of meetings; maintain attendance records of Members and alternates, lists of Members, alternates and Stakeholders, including contact information and authorization letters from each Stakeholder designating its Member and alternate. The secretary shall perform such other duties as may be assigned by the president or by the Council from time to time.

Section 6.5 - The treasurer shall keep a record of all financial transactions of the Council; have charge and custody of and be responsible for all funds and securities of the Council; receive and deposit all money in the name of the Council in such banks or other depositories as shall be

selected by the Council; disburse money as authorized by the Council; and in general perform all the duties as may be assigned to him/her by the president or by the Council from time to time. The treasurer shall present a report of finances at each meeting of the Council. Each check disbursed must contain the signatures of both the treasurer and either the president or the vice president.

Section 6.6 - The parliamentarian shall advise the Council, the officers, and committee members on matters of parliamentary procedure, and shall assist in keeping meetings as effective, productive and brief as possible.

Section 6.7 - The initial officers of the Council shall be elected at the first meeting of the Council. The term of each of the initial officers shall expire at the Annual Meeting of the Council in 2012. Thereafter, the term of the president and vice president shall expire at the Annual Meeting of the Council in 2013 and at two-year intervals thereafter, and the term of the secretary, treasurer and parliamentarian shall expire at the Annual Meeting in 2014 and at two-year intervals thereafter.

Section 6.8 - No person may be elected to serve three or more consecutive terms as an officer of the Council.

Section 6.9 - All officers shall be elected by the affirmative vote of the majority of Members present at a meeting of the Council at which a quorum is present.

Section 6.10 - Any vacancy occurring in any office by death, resignation, removal or otherwise shall be filled by the Council at its next meeting. An officer elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 6.11 - Any officer may be removed from his/her office for or without cause by the Council by the affirmative vote of two-thirds of Members present at any meeting at which a quorum is present.

Article VII. - Committees

Section 7.1 - Committees may be established by resolution adopted by the Council as the need arises. Each committee shall have the authority stated in the Council resolution by which the committee is established.

Section 7.2 - Committee chairpersons and committee members shall be appointed or removed by the Council. Committee chairpersons and committee members need not be Council members, but they must be affiliated with Stakeholders.

Section 7.3 - Unless otherwise provided for in the resolution of the Council establishing a committee, a majority of the whole committee shall constitute a quorum of the committee and the act of a majority of the committee members present at a committee meeting at which a quorum is present shall be the act of the committee.

Article VIII. - Meetings

Section 8.1 - Meetings of the Council shall be held on the 4th Tuesday of each month, at a time and place to be designated by the Council. The meeting held in January of each year shall be the Annual Meeting. All Council meetings shall be conducted in open meetings where all residents of the Super Neighborhood may observe discussions and proceedings.

Section 8.2 - If a scheduled meeting date falls on a legal holiday, the time and date of that meeting may be changed by vote of the Council.

Section 8.3 - Fifty percent (50%) of the duly designated Members shall constitute a quorum for the transaction of business at a Council meeting. If a quorum is not present at any meeting, the Members present shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. After an adjournment, at any reconvened meeting any business may be transacted that might have been transacted if the meeting had been held, provided a quorum is present.

Section 8.4 - Except as otherwise specifically provided in these Bylaws, any motion shall require for its adoption only a majority of the votes cast at a Council meeting at which a quorum is present.

Section 8.5 - The Council shall have as part of the agenda for each of its meetings a time period of at least 15 minutes, but not to exceed 20 minutes, for individuals residing within the Super Neighborhood to address the Council. Each such individual will be limited to 3 minutes, must have his/her name and topic added to the agenda, and must complete a sign-in sheet prior to the beginning of the meeting.

Article IX. - Procedures

“Robert’s Rules of Order” shall be the guide for procedure for all points of order not covered by these bylaws.

Article XI. - Amendment of Bylaws

These Bylaws may be amended or repealed, or new bylaws may be adopted, in each case by the affirmative vote of two-thirds of Members present at any meeting of the Council at which a quorum is present, provided that the proposed amendment, repeal or adoption shall have been also presented to the Council, and approved by the affirmative vote of two-thirds of Members present, at the immediately preceding Council meeting.

Exhibit A

Attached to and made a part of the Westchase Super Neighborhood Council Bylaws

Part I

West Houston Kiwanis Club
Westchase Gardens Homeowners Association
Royal Oaks Residential Community Owners Association
Riverstone Condominiums Homeowners Association
Westchase Rotary Club
Royal Oaks Country Club
Westchase District
Harris County Municipal Utility District No. 372
Houston Community College
Westchase Forest Townhomes Association
King Street Patriots

Part II

Educational institutions
Faith-based organizations
Health care institutions
Business-at-large, Seat X
Business-at-large, Seat Y
Resident-at-large, Seat XX
Resident-at-large, Seat YY